

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Formation8 GP, LLC</u>  (Last) (First) (Middle) 4962 EL CAMINO REAL, SUITE 212  (Street) LOS ALTOS CA 94022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/15/2020	3. Issuer Name and Ticker or Trading Symbol <u>ContextLogic Inc. [ WISH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class A Common Stock	22,248,650	(1)	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	(1)	Class A Common Stock	15,053,440	(1)	I	See Footnote <sup>(2)</sup>
Series C Preferred Stock	(1)	(1)	Class A Common Stock	8,559,310	(1)	I	See Footnote <sup>(2)</sup>
Series D Preferred Stock	(1)	(1)	Class A Common Stock	599,940	(1)	I	See Footnote <sup>(2)</sup>
Series E Preferred Stock	(1)	(1)	Class A Common Stock	40,480	(1)	I	See Footnote <sup>(2)</sup>
Series F Preferred Stock	(1)	(1)	Class A Common Stock	39,280	(1)	I	See Footnote <sup>(2)</sup>
Series D Preferred Stock	(1)	(1)	Class A Common Stock	5,399,550	(1)	I	See Footnote <sup>(3)</sup>
Series E Preferred Stock	(1)	(1)	Class A Common Stock	1,579,080	(1)	I	See Footnote <sup>(4)</sup>
Series B Preferred Warrant	08/01/2016	(5)	Class A Common Stock	9,866,400	0.0001	I	See Footnote <sup>(6)</sup>
Class B Common Stock	(7)	(7)	Class A Common Stock	5,800,630	0.00	I	See Footnote <sup>(2)</sup>

1. Name and Address of Reporting Person* <u>Formation8 GP, LLC</u>
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(Last)	(First)	(Middle)
<u>4962 EL CAMINO REAL, SUITE 212</u>		
<hr/>		
(Street)		
LOS ALTOS	CA	94022
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

F8 StarLight SPV, L.P.

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(Last)	(First)	(Middle)
<u>4962 EL CAMINO REAL, SUITE 212</u>		
<hr/>		
(Street)		
LOS ALTOS	CA	94022
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

F8 StarLight II SPV, L.P.

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(Last)	(First)	(Middle)
<u>4962 EL CAMINO REAL, SUITE 212</u>		
<hr/>		
(Street)		
LOS ALTOS	CA	94022
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

Formation8 Partners Fund I, L.P.

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(Last)	(First)	(Middle)
<u>4962 EL CAMINO REAL, SUITE 212</u>		
<hr/>		
(Street)		
LOS ALTOS	CA	94022
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(City)	(State)	(Zip)

#### Explanation of Responses:

1. The Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, and Series F Preferred Stock (collectively, the "Preferred Stock") shall automatically convert into shares of the Issuer's Class A common stock, par value \$0.0001 per share (the "Class A Common Stock"), on a one-for-one basis, immediately prior to the completion of the Issuer's initial public offering. The Preferred Stock has no expiration date.
2. The shares are held of record directly by Formation8 Partners Fund I, L.P. ("F8 LP"). Formation8 GP, LLC ("F8 GP") is the general partner of F8 LP. James Kim, Brian Koo and Joe Lonsdale, a member of the Issuer's board of directors, are the managing members of F8 GP and may be deemed to have shared voting and dispositive power with respect to the shares held by F8 LP. Each of F8 GP and its managing members disclaims beneficial ownership of the securities held by F8 LP and this report shall not be deemed an admission that F8 GP or its managing members is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
3. The shares are held of record directly by F8 Starlight SPV, L.P. ("F8 Starlight"). F8 GP is the general partner of F8 Starlight. James Kim, Brian Koo and Joe Lonsdale, a member of the Issuer's board of directors, are the managing members of F8 GP and may be deemed to have shared voting and dispositive power with respect to the shares held by F8 Starlight. Each of F8 GP and its managing members disclaims beneficial ownership of the securities held by F8 Starlight and this report shall not be deemed an admission that F8 GP or its managing members is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
4. The shares are held of record directly by F8 Starlight II SPV, L.P. ("F8 Starlight II"). F8 GP is the general partner of F8 Starlight II. James Kim, Brian Koo and Joe Lonsdale, a member of the Issuer's board of directors, are the managing members of F8 GP and may be deemed to have shared voting and dispositive power with respect to the shares held by F8 Starlight II. Each of F8 GP and its managing members disclaims beneficial ownership of the securities held by F8 Starlight II and this report shall not be deemed an admission that F8 GP or its managing members is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
5. This Warrant shall only be exercisable one day prior to the earliest to occur of (a) the consummation of the Issuer's sale of its common stock or other securities in the Issuer's first underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Initial Public Offering"), and (b) the consummation of a Liquidation Event, as such term is defined in the Issuer's Amended and Restated Certificate of Incorporation on file with the Secretary of State of the State of Delaware. Notwithstanding the above, if the holder has not exercised this Warrant prior to the Initial Public Offering, this Warrant shall automatically be deemed to be exercised in full on a net basis.
6. The shares underlying this warrant are held of record directly by F8 LP. F8 GP is the general partner of F8 LP. James Kim, Brian Koo and Joe Lonsdale, a member of the Issuer's board of directors, are the managing members of F8 GP and may be deemed to have shared voting and dispositive power with respect to the shares held by F8 LP. Each of F8 GP and its managing members disclaims beneficial ownership of the securities held by F8 LP and this report shall not be deemed an admission that F8 GP or its managing members is the beneficial owner of these securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interests therein.
7. All shares of Class B common stock will automatically convert, on a one-for-one basis, into shares of Class A Common Stock on the earliest of (i) any transfer of the Class B common stock by the holder, whether or not for value, subject to certain exceptions, (ii) the 7-year anniversary of the closing date of the Issuer's Initial Public Offering, (iii) the date on which the number of outstanding shares of Class B common stock represents less than 5% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B common stock, (iv) the date specified by a vote of the holders of a majority of the then outstanding shares of Class B common stock, or (v) a date that is between 90 and 270 days, as determined by the Issuer's board of directors, after the death or permanent incapacity of the Issuer's founder, CEO, and Chairperson.

**Remarks:**

/s/ Joe Lonsdale, as a  
Managing Member of  
Formation8 GP, LLC 12/15/2020

/s/ Joe Lonsdale, as a  
Managing Member of  
Formation8 GP, LLC, the  
General Partner of F8  
Starlight SPV, L.P. 12/15/2020

/s/ Joe Lonsdale, as a  
Managing Member of  
Formation8 GP, LLC, the  
General Partner of F8  
Starlight II SPV, L.P. 12/15/2020

/s/ Joe Lonsdale, as a  
Managing Member of  
Formation8 GP, LLC, the  
General Partner of  
Formation8 Partners Fund  
I, L.P. 12/15/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**